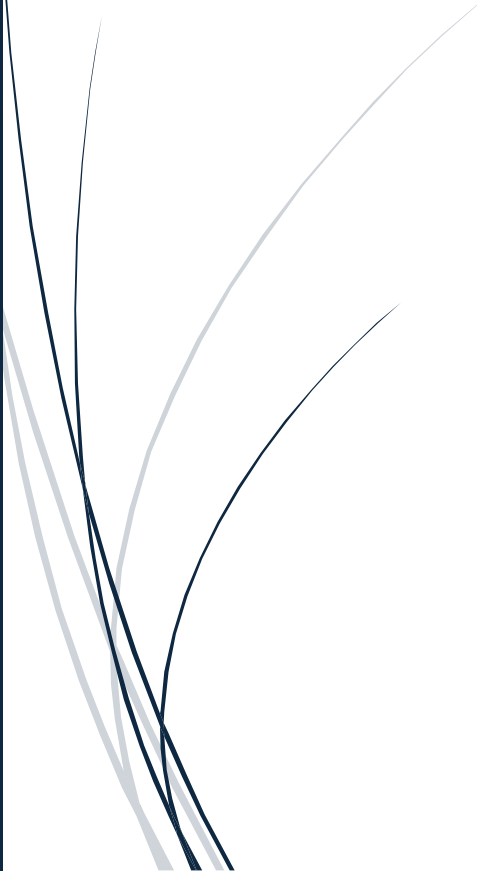


10/1/2024

Ottawa Carleton Soccer League

Bylaws



Ottawa Carleton Soccer League

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Preamble

The Ottawa-Carleton Soccer League which is Incorporated under the Corporations Act of the Province of Ontario, is governed by this Constitution and Rules & Regulations and:

- A. Promotes, develops, supports, governs, and maintains the game of soccer within its jurisdiction;
- B. Provides an opportunity for any individual or organization to participate in, or learn about its activities;
- C. Ensures that the player is the number one priority and has the opportunity to play at a level appropriate to his/her age and skill level;
- D. Recognizes the Club as the main vehicle for the provision of opportunities for the player;
- E. Provides a stable organizational structure for the ongoing viability of Clubs and Teams; and
- F. Maintains a policy of zero tolerance of discrimination, harassment and violence in any and all forms in the conduct of its operations and requires that all members also conduct themselves accordingly.

Section 1 – General

1.01 Name and Definitions

There shall be an Ottawa-Carleton Soccer League (after this called the OCSL) with headquarters in the City of Ottawa.

Definitions

In this by-law, unless the context otherwise requires:

- A. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- B. “Board” means the board of directors of the Corporation;

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- C. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- D. “Chair” means the chair of the Board;
- E. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- F. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- G. “Member” means a member of the Corporation;
- H. “Members” means the collective membership of the Corporation; and
- I. “Officer” means an Officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

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1.04 Seal

The seal of the OCSL, if any, shall be in the form determined by the League Management Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. **Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.**

1.07 League Responsibilities

The OCSL shall apply each year to the Eastern Ontario District Soccer Association to operate:

- A. Senior District Competitive League; and
- B. Senior District Recreational League.

And apply to the Ontario Soccer Association to operate:

- A. Senior Regional League – East Region.

The OCSL shall operate the Senior Regional, Senior District Competitive and Senior Recreational Leagues in accordance with OSA Governing Documents. The OCSL may organize divisions in any category requested by its members in accordance with OSA's Pyramid For Play.

1.08 Affiliations

The League shall be a Member of the Eastern Ontario District Soccer Association and shall follow the published rules of the OSA. The League is subject to the published rules in declining order of authority of the following governing organizations to which is affiliated:

- A. The Canadian Soccer Association;
- B. The OSA; and
- C. The Eastern Ontario District Soccer Association.

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1.09 Governing Authority

The LMB and the Members of the OCSL agree that the management and operation of the League shall be in accordance with the current EOS Constitution & Rules and Regulations and the OSA Constitution, Policies and Procedures. Where there may be a discrepancy or conflict between these Bylaws and that of the EOS or OSA, the latter take precedence.

Section 2 – League Management Board and Directors

2.01 League Management Board

The League business shall be conducted by a Management Board (hereinafter referred to as the League Management Board, Board or LMB) which shall consist of at least six (6) individuals, as may be amended from time to time in accordance with the League's Constitution or Rules & Regulations. The LMB shall have the authority to decide all matters that affect the operation, management and administration of the League and to establish policies, procedures and guidelines as appropriate where not contrary to, or prohibited by, its own Constitution and Rules & Regulations or those of a higher body.

- A. The LMB shall comprise the following Elected (Corporate) Officers:
 - a. Chair
 - b. Deputy Chair
 - c. Secretary
 - d. Treasurer
 - e. And at least two of the following:
 - i. Director, Competitions
 - ii. Director, Discipline
 - iii. Director, Officiating
 - iv. Director, at Large (odd year AGM)
 - v. Director at Large (even year AGM)
 - vi. Director (odd year AGM)
 - vii. Director (even year AGM)
 - viii. Director (odd year AGM)
 - ix. Director (even year AGM)
 - f. The LMB shall comprise the following appointed Liaisons:
 - i. Two Club Liaisons:
 - 1. Competitive Club Liaison
 - 2. Recreational Club Liaison

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- B. An Officer or Director may hold more than one position.
- C. An Officer, Director or Liaison shall be 18 years of age or older and shall not be an undischarged bankrupt.
- D. An Officer or Director shall serve for a term of two years or until his or her successor is elected or appointed.
- E. A Liaison will serve a single term of one year only.
- F. The Chair, Secretary, Director Senior Operations, Director at Large (odd year AGM) and Director Officiating shall be elected at the AGM for odd numbered years. The Deputy Chair, Treasurer, Director Youth Operations, Director Discipline and Director at Large (even year AGM) will be elected at the AGM for even numbered years. New Liaisons will be appointed every year. Should a person holding a Liaison position wish to remain on the board longer than the single year term, she/he must seek election to a different board position.
- G. Clubs must be prepared to provide the name of a member of their club who is willing to be a Liaison. If there are no volunteers for a Liaison position, a club name will be selected at random from a hat and that club must provide a Liaison. If the club's Liaison performs his or her duties, the club will not have its name put back in the hat until every other club has provided a Liaison. Then all the names will be put back in. The Competitive Liaison will be chosen from those clubs with competitive teams and the Recreational Liaison will be chosen from those clubs with recreational teams. A draw will be re-done if it results in one club providing both Liaison positions.
- H. No club may provide a Competitive Liaison more often than once every 5 years. X. No club may provide a Recreational Liaison more often than once every 5 years. XI. Any individual, not a member of the outgoing LMB, standing for election to the position of Chair, Deputy Chair, Treasurer, Secretary, or Director of the LMB shall provide, for circulation, a CV outlining his/her qualifications appropriate to the position for which he/she is a candidate. Any person nominated from the floor and who agrees to stand for election shall be required to make a short verbal statement relative to his/her qualifications.

2.02 Vacancies

The office of a Director shall be vacated immediately:

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- A. If the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- B. If the Director dies or becomes bankrupt;
- C. If the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- D. If, at a meeting of the Members, the Member by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- A. If the vacancy occurs because of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- B. If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- C. A quorum of Directors may fill a vacancy among the Directors.

2.04 Duties of the Board

The Board shall do the following:

- A. Directors shall be subject to the Conflict-of-Interest Policy in the OSA's published rules;
- B. The League Management Board shall conduct the business of the League during the periods between general meetings of the League and in accordance with the authority granted to it in the rules and regulations of the League;
- C. The LMB shall be responsible for the appointment and renewal of appointments of all positions within the League except for those positions elected by the Membership of the League. This shall include the appointment of volunteer and paid positions within the

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League's operations. The selection process and the appointments shall be based on procedures outlined in the League's rules and regulations; and

- D. The Board of Directors may also revoke, for cause, any appointment providing that the holder of the appointment violated these by-laws.

2.05 Committees

Committees may be established by the Board as follows:

- A. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
- B. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time; and
- C. The Chairpersons of any committee will sit on the LMB and will have full voting rights except on those matters concerning the legal operation requirements of the Corporation.

2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- A. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- B. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - a. considered reasonable by the Board;
 - b. approved by the Board for payment by resolution passed before such payment is made; and
 - c. in compliance with the conflict-of-interest provisions of the Act; and
 - d. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act

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and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.03 Notice

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

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3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

Section 4 – Financial

4.01 Financial Year

The financial year of the Corporation ends on October 31st in each year, or on such other date as the Board may from time to time by resolution determine.

4.02 Fees

The League Management Board shall present a budget to the Annual General Meeting (AGM) for ratification or amendment. The Annual General Meeting shall then determine the fees for each division. The OCSL or its Discipline Committee may require a member to post a performance bond at any time for just cause. The LMB or its authorized delegate(s) may levy fines for infractions of the Constitution, Bylaws, Laws or Rules of the OCSL or of any higher body to which it is affiliated, and which are applicable to its member teams, players and club officials.

New member Clubs will be required to pay a non-refundable Membership Equity Fee and a Performance Bond upon application to the OCSL. (Should the application be refused, these payments will be returned to the applicant.) The amount of such fees will be set by the League Management Board and ratified at the Annual General Meeting. Note - The LMB may, in exceptional circumstances, waive the Equity component, but not the Performance Bond component.

4.03 Accounts

The accounts of the OCSL shall:

- A. Be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30 000; and
- B. With the consent of all its members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less than \$10 000.

The Audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.

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At the Annual General Meeting of the League, a Chartered Accountant firm shall be appointed to perform the Audit of the Financial Review Engagement.

If the League has a surplus of \$125000.00 or more, the excess monies will be returned to the member clubs. The monies will be split evenly across all teams that participated in the League the previous summer.

In the event of dissolution of the League, for whatever reason, then after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the LMB who will act as caretakers. The remaining property shall be distributed to the member clubs in good standing using the formula of an equal share for each team that participated in the league in the previous season.

4.04 Assets

Directors may not borrow or sell assets without the approval of members at-large through a vote garnering no less than two-thirds majority in favour.

Section 5 – Officers

5.01 Chair

The Members shall elect any person to be president, treasurer and secretary at the annual general meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary - treasurer. The office of Chair and president shall be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Removal of Officers and Directors

The office of a member of the League Management Board shall be vacated:

- A. A Director has the right to resign her or his position by submitting a signed letter of resignation to the OCSL; and
- B. A vacancy on the LMB and their respective position(s) held, caused by death, or resignation which has been accepted by the LMB, shall be filled by a majority vote of

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the League Management Board. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

No member of the LMB shall be removed for arbitrary reasons but may be removed if:

- A. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - a. If she/he becomes incapable of performing the business of the OCSL;
 - b. If she/he is absent from two or more meetings of the Board without satisfactory reason;
 - c. If she/he no longer resides in reasonable proximity to the League; or
 - d. If she/he becomes, or is discovered to be, an undischarged bankrupt.

- B. The Director has compromised the integrity of the OCSL due to, but not limited to, any of the following reasons:
 - a. If she/he has been found guilty of an offence under the Harassment Policy of The OSA;
 - b. If she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA;
 - c. If she/he has failed to properly account for monies or other property belonging to the OCSL;
 - d. If she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the OCSL; or
 - e. If she/he has been found guilty of failing to act in accordance with the Conflict-of-Interest Policy of The OSA.

A member of the LMB holding his or her respective position(s), as Director or other position(s), may be removed from office by the LMB for good and sufficient cause by a two-thirds vote of the LMB present, provided notice to remove the Director has been given to all Directors of the OCSL. If a Director is removed by the LMB, the LMB may appoint a successor to the incumbent's position(s) for the remainder of the term being filled.

A member of the LMB may also be removed from office for good and sufficient cause at a meeting of the Members of the OCSL provided notice to remove the Director has been given to persons entitled to attend the Members' meeting. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of his or her term being filled.

The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for revoking an appointment as outlined in the League's rules and regulations.

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5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 – Protection of Directors and Others

6.01 Protection of Directors and Others

No Director, Officer, committee member of the League is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any title to any property acquired by resolution of the board or for or on behalf of the League or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the League shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities

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or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- A. Complied with the Act and the League's articles and By-laws; and
- B. Exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 – Members

8.01 Membership

Membership shall be open to all amateur Clubs whose headquarters are in Eastern Ontario who have been accepted by the EODSA.

Membership shall be open to any out of District teams and Clubs in accordance with OSA Published Rules.

Applications:

- A. Existing Clubs

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- a. Application for Club membership renewal, providing that it still has a team eligible to play in the league based on the OSA's Pyramid For Play in accordance with the OSA's published rules, will be made annually, on or before March 1st, on a form provided by the League. The completed application form must accompany the club's team entry forms applicable fees & bonds, and current list of officers and contacts.
 - b. Clubs may apply to have their teams play in a division of the League by completing an official entry form for the division.
 - c. Applications shall only be accepted if the form is properly completed, and accompanied by the required application fees. Where warranted, the League Management Board (LMB) will review the performance of any club and/or its teams before authorizing acceptance for the current season.
- B. New Clubs
- a. The membership application must be approved by the LMB.
 - b. A club shall become eligible to be a new Member if one or more of its teams become eligible to play in the league based on the OSA's Pyramid For Play in accordance with the OSA's published rules.
 - c. Applications from Clubs which did not operate teams in the OCSL in the previous year must be received by January 31 of the calendar year in which they wish to compete in league competition (ie. January 2003 for the 2003 outdoor season) on a form provided by the League.
 - d. New members who are accepted into membership with the League will be automatically placed on a two (2) year probationary period.
 - e. Applications must be submitted in writing to the Secretary, OCSL at the address of the OCSL and must be accompanied by a list of Club executives and a statement committing the Club to participate in the development and support of soccer within the jurisdiction of the League. In assessing these applications for acceptance, the LMB will give emphasis to the Club's proposed development/support plan.
 - f. Each new Club is liable for payment of New Club Entry Fees at the time of its application. These fees will be composed of a non-refundable equity payment and a performance bond. The performance bond or any remaining part of it may be refunded at the end of the Club's two year probationary period or when the Club retires from the OCSL whichever comes first. New Clubs which fail to meet the conditions of the OCSL shall be expelled and subject to non-readmittance and to forfeiture of their entry fees.
 - g. The LMB may, in exceptional circumstances, waive the Equity component, but not the Performance Bond component.

Each member Club shall forward to the OCSL office with its application a listing of Club officials/contacts including home, work, e-mail and facsimile phone numbers where applicable. Subsequent changes shall be communicated to the OCSL office in writing within two (2) working days of the effective date of those changes. Any Club which fails to do so will be held responsible for any misdirection of communications.

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Correspondence will be handled according to the current Communication Policy.

Members shall be accorded the following rights:

- A. To be governed in accordance with the OSA and the OCSL's published rules;
- B. To participate in OCSL sanctioned competitions;
- C. To attend and vote at all general meetings called by the league; AND
- D. To enter teams in the league in accordance with the OSA's published rules.

A member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the OCSL's rules and regulations and a hearing held in accordance with the OCSL's rules and regulations and the OSA's published rules. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Membership in the OCSL shall be deemed to have been terminated:

- A. If the Member submits a signed letter of withdrawal to the OCSL;
- B. If the Member is expelled by the OCSL; and
- C. If the Member fails to renew Membership in accordance with the Constitution and Rules & Regulations.

Section 9 – Members' Meetings

9.01 Regular Meetings

The Annual General Meeting (AGM) shall nominally be held on the second Saturday in January of each year. The required notice of the AGM or any Special General Meeting (SGM) shall be 15 days. The Agenda of the meeting, and the proposed financial budget for the coming year, in the case of an AGM, shall be included with the above notice. Such notification shall be done by regular mail or email.

- A. The draft minutes of any General Meeting shall be distributed within sixty (60) days after the meeting.
- B. The order of business shall include:
 - a. Roll Call
 - b. Credentials Report
 - c. Minutes and matters arising from previous years AGM

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- d. Chairman's Report- Previous Season
- e. Officer's Report
- f. Treasurer's Report
- g. Auditor's Report
- h. Appointment of Auditors
- i. Any Other Reports arising from previous season
- j. Unfinished Business
- k. BREAK
- l. Amendments to Constitution and Rules & Regulations
- m. Election of the Board
- n. Budget and Fees
- o. Any other Business
- p. Roll Call
- q. Adjournment

An OCSL Assembly will be held no later than two (2) weeks before the start of any season if deemed necessary; for the purpose of reviewing and updating Club/Team listings, reviewing and updating Club and team names, reviewing playing and administrative rules for the coming season, and/or such other administrative matters as the League Management Board deems appropriate.

For General Meetings and the Assembly attendance at, and throughout, the entire meeting is mandatory. Any club that does not have the required representation in attendance during the full meeting without reasonable cause (as determined by the League Management Board) will be assessed a fine.

- A. All meetings and assemblies may be held in a virtual format to facilitate participation by all members.
- B. A member shall be any Club having one or more teams participating in the OCSL.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned

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judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.04 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.05 Member's Voting

Voting:

- A. At all General Meetings of the OCSL each member Club with teams registered in the OCSL shall be entitled to one vote for each team registered in the League on all matters except the amendment of division or category rules when only members of the division or category may vote.
- B. A Club's vote shall be cast by an authorized Club delegate. No one delegate shall represent more than one Club at a General Meeting. Every member entitled to a vote at a meeting of Members may by means of a proxy appoint another Member or a person as the member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
- C. No Club shall be entitled to any votes unless all monies due to the OCSL are paid up to date and no votes may be cast on behalf of a suspended Club.
- D. No Club may cast a vote on behalf of any team that was withdrawn at any point during the season and any such teams will not be included in the Club's count of teams.
- E. A majority of members in good standing shall form a quorum.
- F. Subject to the following paragraphs, a simple majority of all votes eligible to be cast by members present and entitled to vote shall decide in all situations.

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- G. Club votes will be tallied in total and where necessary by competition categories and/or Men's and Women's Divisions.
- H. Where a vote is to be taken on any Rule that specifically applies to any one or any combination of the above categories only those Clubs with teams in the category or categories to which the matter pertains may cast a vote on the issue.
- I. Similarly, where a vote is to be taken on any Rule that applies to any specific division, or combination of divisions, only Clubs with teams in that/those division(s) may cast a vote on the issue.
- J. The decision as to who is entitled to vote on a specific issue will rest with the meeting chair.

9.06 Adjournment

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Notices

10.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed

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to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Adoption and Amendment of By-laws

11.01 Amendments to By-laws

This By-law may be amended by a majority vote of the Board and the Members.

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SCHEDULE A

Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

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Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as Member on all Board committees.

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SCHEDULE B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

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SCHEDULE C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committee.

